

# **EXHIBIT A – PART 4**

IN WITNESS WHEREOF, Landlord and Tenant have caused this  
instrument to be executed under seal as of the day and year first above written.

LANDLORD:

CC - INVESTORS 1995-6

By 

Title: G.H.J. Besing, not in  
his individual capacity but  
solely as trustee

TENANT:

CIRCUIT CITY STORES, INC.

By: 

/circuit/ccp&/lease.pa

EXHIBIT B

1. Basic Rent for the initial term shall be at the annual rate of One Million Six Hundred Seventeen Thousand One Hundred Fifteen and 50/100 Dollars (\$1,617,115.50).

2. Basic Rent for the first renewal term shall be at the annual rate of One Million Seven Hundred Seventy Eight Thousand Eight Hundred Twenty Seven and 05/100 Dollars (\$1,778,827.05).

3. Basic Rent for the second renewal term shall be at the annual rate of One Million Nine Hundred Forty Thousand Five Hundred Thirty Eight and 60/100 Dollars (\$1,940,538.60).

EXHIBIT C

Rejectable Offer Schedule

DEF-19-1250 22.48

2164432546 P.12

**EXHIBIT C - BETHLEHEM**

10/1/95	16,573,986.37	10/1/00	14,784,372.00	10/1/05	12,175,620.02
11/1/95	16,573,986.37	11/1/00	14,748,180.86	11/1/05	12,123,663.12
12/1/95	16,548,691.36	12/1/00	14,711,770.09	12/1/05	12,071,393.42
1/1/96	16,523,241.84	1/1/01	14,675,138.43	1/1/06	12,018,809.10
2/1/96	16,497,636.78	2/1/01	14,638,284.54	2/1/06	11,965,908.34
3/1/96	16,471,875.37	3/1/01	14,601,207.07	3/1/06	11,912,689.25
4/1/96	16,445,956.61	4/1/01	14,563,904.74	4/1/06	11,859,149.94
5/1/96	16,419,879.80	5/1/01	14,526,376.19	5/1/06	11,805,288.68
6/1/96	16,393,643.23	6/1/01	14,488,620.06	6/1/06	11,751,103.44
7/1/96	16,367,246.73	7/1/01	14,450,635.06	7/1/06	11,696,892.36
8/1/96	16,340,689.05	8/1/01	14,412,419.79	8/1/06	11,641,753.46
9/1/96	16,313,969.30	9/1/01	14,373,972.89	9/1/06	11,586,584.88
10/1/96	16,287,086.43	10/1/01	14,335,292.92	10/1/06	11,531,084.70
11/1/96	16,260,039.48	11/1/01	14,295,378.64	11/1/06	11,475,250.99
12/1/96	16,232,827.46	12/1/01	14,257,228.56	12/1/06	11,419,081.71
1/1/97	16,205,449.44	1/1/02	14,217,841.29	1/1/07	11,362,574.96
2/1/97	16,177,904.36	2/1/02	14,178,215.44	2/1/07	11,305,725.78
3/1/97	16,150,191.20	3/1/02	14,138,349.57	3/1/07	11,248,541.11
4/1/97	16,122,309.08	4/1/02	14,098,242.28	4/1/07	11,191,010.03
5/1/97	16,094,256.85	5/1/02	14,057,892.18	5/1/07	11,133,103.44
6/1/97	16,066,083.57	6/1/02	14,017,297.78	6/1/07	11,074,909.39
7/1/97	16,037,538.19	7/1/02	13,976,457.59	7/1/07	11,016,335.79
8/1/97	16,009,069.72	8/1/02	13,935,370.25	8/1/07	10,957,410.68
9/1/97	15,980,327.03	9/1/02	13,894,034.25	9/1/07	10,898,131.90
10/1/97	15,951,409.18	10/1/02	13,852,448.10	10/1/07	10,838,497.47
11/1/97	15,922,315.02	11/1/02	13,810,610.34	11/1/07	10,778,505.26
12/1/97	15,893,043.62	12/1/02	13,768,619.61	12/1/07	10,718,153.17
1/1/98	15,863,593.79	1/1/03	13,726,174.08	1/1/08	10,657,439.14
2/1/98	15,833,964.56	2/1/03	13,683,572.55	2/1/08	10,596,361.04
3/1/98	15,804,154.82	3/1/03	13,640,713.35	3/1/08	10,534,916.70
4/1/98	15,774,163.53	4/1/03	13,597,695.04	4/1/08	10,473,104.64
5/1/98	15,743,989.55	5/1/03	13,554,216.06	5/1/08	10,410,920.86
6/1/98	15,713,631.75	6/1/03	13,510,574.90	6/1/08	10,348,365.07
7/1/98	15,683,089.17	7/1/03	13,466,669.90	7/1/08	10,285,434.38
8/1/98	15,652,360.62	8/1/03	13,422,499.63	8/1/08	10,222,126.71
9/1/98	15,621,444.97	9/1/03	13,378,062.44	9/1/08	10,158,439.80
10/1/98	15,590,341.14	10/1/03	13,333,356.81	10/1/08	10,094,370.43
11/1/98	15,559,047.99	11/1/03	13,288,381.12	11/1/08	10,029,919.43
12/1/98	15,527,564.41	12/1/03	13,243,130.76	12/1/08	9,965,081.55
1/1/99	15,495,889.26	1/1/04	13,197,613.21	1/1/09	9,899,855.61
2/1/99	15,464,021.37	2/1/04	13,151,817.74	2/1/09	9,834,239.06
3/1/99	15,431,959.62	3/1/04	13,105,745.78	3/1/09	9,768,229.91
4/1/99	15,399,702.84	4/1/04	13,059,395.74	4/1/09	9,701,825.78
5/1/99	15,367,249.89	5/1/04	13,012,765.93	5/1/09	9,635,024.42
6/1/99	15,334,599.55	6/1/04	12,965,854.68	6/1/09	9,567,823.42
7/1/99	15,301,750.66	7/1/04	12,918,660.37	7/1/09	9,500,220.56
8/1/99	15,268,702.08	8/1/04	12,871,161.36	8/1/09	9,432,213.41
9/1/99	15,235,452.59	9/1/04	12,823,415.90	9/1/09	9,363,799.68
10/1/99	15,202,000.99	10/1/04	12,775,362.33	10/1/09	9,294,976.99
11/1/99	15,168,346.09	11/1/04	12,727,019.00	11/1/09	9,225,742.95
12/1/99	15,134,486.64	12/1/04	12,678,384.12	12/1/09	9,156,095.15
1/1/00	15,100,421.47	1/1/05	12,629,456.06	1/1/10	9,086,031.25
2/1/00	15,066,149.30	2/1/05	12,580,233.01	2/1/10	9,015,548.73
3/1/00	15,031,668.98	3/1/05	12,530,713.32	3/1/10	8,944,645.23
4/1/00	14,996,979.17	4/1/05	12,480,895.15	4/1/10	8,873,318.30
5/1/00	14,962,078.72	5/1/05	12,430,776.80	5/1/10	8,801,565.47
6/1/00	14,926,966.32	6/1/05	12,380,356.49	6/1/10	8,729,384.26
7/1/00	14,891,640.70	7/1/05	12,329,632.47	7/1/10	8,656,772.22
8/1/00	14,856,100.63	8/1/05	12,278,602.92	8/1/10	8,583,725.79
9/1/00	14,820,344.84	9/1/05	12,227,266.03	9/1/10	8,510,245.48

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**EXHIBIT C - BETHLEHEM**

10/1/10	8,436,325.80	10/1/15	3,044,654.10
11/1/10	8,361,955.15	11/1/15	2,933,959.75
12/1/10	8,287,161.01	12/1/15	2,822,895.53
1/1/11	8,211,910.80	1/1/16	2,709,954.61
2/1/11	8,136,211.93	2/1/16	2,596,630.08
3/1/11	8,060,051.81	3/1/16	2,482,415.01
4/1/11	7,983,457.80	4/1/16	2,367,302.40
5/1/11	7,906,397.30	5/1/16	2,251,285.20
6/1/11	7,828,877.67	6/1/16	2,134,356.30
7/1/11	7,750,896.23	7/1/16	2,016,508.53
8/1/11	7,672,450.29	8/1/16	1,897,734.67
9/1/11	7,593,537.26	9/1/16	1,778,027.45
10/1/11	7,514,154.34	10/1/16	1,657,379.53
11/1/11	7,434,298.84	11/1/16	1,535,783.52
12/1/11	7,353,968.01	12/1/16	1,413,231.96
1/1/12	7,273,159.18	1/1/17	1,289,717.36
2/1/12	7,191,859.46	2/1/17	1,165,232.14
3/1/12	7,110,096.15	3/1/17	1,039,768.66
4/1/12	7,027,836.52	4/1/17	913,319.26
5/1/12	6,945,087.65	5/1/17	785,876.17
6/1/12	6,861,846.76	6/1/17	657,431.60
7/1/12	6,778,111.06	7/1/17	527,977.66
8/1/12	6,693,877.67	8/1/17	397,506.43
9/1/12	6,609,143.52	9/1/17	266,009.92
10/1/12	6,523,906.03	10/1/17	133,480.06
11/1/12	6,438,162.14		
12/1/12	6,351,908.98		
1/1/13	6,265,132.04		
2/1/13	6,177,808.40		
3/1/13	6,089,934.66		
4/1/13	6,001,507.44		
5/1/13	5,912,523.30		
6/1/13	5,822,978.80		
7/1/13	5,732,870.47		
8/1/13	5,642,194.82		
9/1/13	5,550,948.35		
10/1/13	5,459,127.54		
11/1/13	5,366,728.82		
12/1/13	5,273,748.63		
1/1/14	5,180,183.37		
2/1/14	5,086,029.42		
3/1/14	4,991,283.16		
4/1/14	4,895,886.08		
5/1/14	4,799,739.33		
6/1/14	4,702,837.03		
7/1/14	4,605,173.24		
8/1/14	4,506,741.97		
9/1/14	4,407,537.20		
10/1/14	4,307,552.84		
11/1/14	4,206,782.78		
12/1/14	4,105,220.83		
1/1/15	4,002,860.77		
2/1/15	3,899,696.33		
3/1/15	3,795,721.19		
4/1/15	3,690,928.98		
5/1/15	3,585,313.28		
6/1/15	3,478,867.61		
7/1/15	3,371,585.46		
8/1/15	3,263,450.25		
9/1/15	3,154,485.35		

TOTAL P.13

1300 WALNUT STREET  
2nd FLOOR  
PHILADELPHIA, PA 19102

EXHIBIT D

MEMORANDUM OF PURCHASE AND SALE AGREEMENT  
AND OPTION AGREEMENT

I. PARTIES.

THIS MEMORANDUM OF PURCHASE AND SALE AGREEMENT AND OPTION AGREEMENT is entered into as of this: 25 day of August 1994, by and between LERICH VALLEY INDUSTRIAL PARK, INC., a Pennsylvania corporation, having an address at 100 Broadhead Road, Suite 160, Bethlehem, Pennsylvania 18017, ("Seller") and Circuit City Stores, Inc., a Virginia corporation, having a principal office at 9950 Mayland Drive, Richmond, Virginia 23233 ("Buyer").

II. PROPERTY.

Subject to the terms and conditions of that certain Purchase and Sale Agreement and Option Agreement ("Agreement") between Seller and Buyer, dated August 25, 1994, Seller agrees to sell, and Buyer agrees to purchase, certain real estate located in the Township of Bethlehem, County of Northampton, Commonwealth of Pennsylvania, which property is identified as Lot 1 on the site plan attached hereto and made a part hereof as Exhibit A and constitutes a portion of the property more particularly described on Exhibit B which is attached hereto and made a part hereof, and consists of approximately 38.39 acres ("Property").

III. CLOSING OF TITLE TO THE PROPERTY.

Closing ("Closing") is to take place fifteen (15) days after Buyer satisfies or waives the contingency set forth in paragraph 4 of the Agreement, or such reasonable time thereafter as the parties may determine to be necessary for Seller's correction of any title defects and the preparation and execution of all required papers (not to exceed 15 additional days).

4. OPTION PROPERTY.

Subject to the terms and conditions of the Agreement, Seller grants Buyer an option to purchase certain real estate located in Bethlehem, Northampton County, Pennsylvania, which property is identified as Lot 2 on Exhibit A and also constitutes a portion of the property more particularly described on Exhibit B ("Option Property") and consists of approximately 18.49 acres.

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VOL: 1994-6

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5. EXERCISE OF OPTION; CLOSING OF TITLE TO THE OPTION PROPERTY.

The Agreement provides that Buyer shall exercise the aforesaid option by notice to Seller at any time on or before the third (3rd) anniversary of the date of the Agreement, and that the closing is to take place thirty (30) days after Seller's receipt of Buyer's "Exercise Notice" (as defined in the Agreement), or such reasonable time thereafter as the parties may determine to be necessary for Seller's correction of any title defects and the preparation and execution of the required papers (not to exceed 15 additional days).

6. PURPOSE OF MEMORANDUM.

This Memorandum of Purchase and Sale Agreement and Option Agreement is solely for recording purposes and shall not be construed to alter, modify or supplement in any way the respective rights, duties and obligations of the Seller and Buyer of the Agreement of which this is a memorandum. All of the provisions of the Agreement, by and between Seller and Buyer, are hereby incorporated and made a part of this Memorandum of Purchase and Sale Agreement and Option Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this MEMORANDUM OF PURCHASE AND SALE AGREEMENT AND OPTION AGREEMENT to be duly executed as of the day and year first above written.

SELLER:

LEHIGH VALLEY INDUSTRIAL PARK, INC.  
a Pennsylvania corporation

By: [Signature]  
Its: President

ATTEST:

[Signature]  
Secretary

BUYER:

CIRCUIT CITY STORES, INC., a  
Virginia corporation

By: [Signature]  
Its: V.P.

ATTEST:

[Signature]  
Asst Secretary

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VOL: 1994-6

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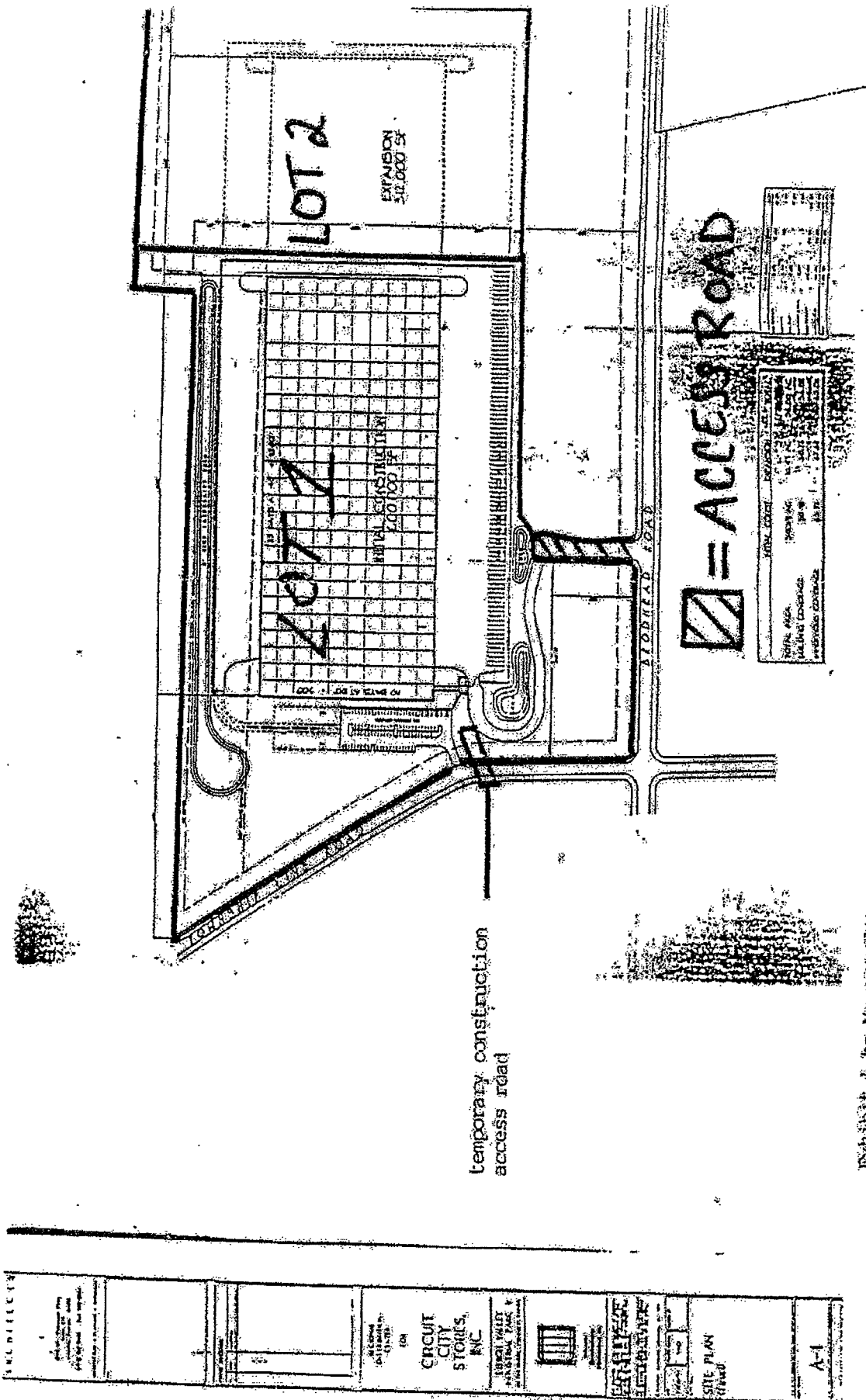


Exhibit A to Memorandum  
Purchase and Sale Agreement  
and Option Agreement

VOL: 1994-6

070943

EXHIBIT A TO MEMORANDUM OF  
PURCHASE AND SALE AGREEMENT AND OPTION AGREEMENT

SITE PLAN



I hereby CERTIFY that the foregoing is a true and correct copy of the original as the same appears of record in the County of York, State of Pennsylvania.

*Annex 1/2/94*

RECORDING OFFICE  
NORTHAMPTON COUNTY  
PENNSYLVANIA  
INSTRUMENT NUMBER  
1994038140  
RECORDED ON  
SEP 02 1994  
1:48:10 PM  
STATE WRT TAX \$ 0.50  
RECORDING FEES \$ 17.00  
TOTAL \$17.50

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(08/19/94 5:16pm; RUSSO\_R)

VOL:1994-6

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EXHIBIT B TO MEMORANDUM OF  
PURCHASE AND SALE AGREEMENT AND OPTION AGREEMENT

LEGAL DESCRIPTION

ALL THAT CERTAIN tract or parcel of ground situate in Bethlehem Township, Northampton County and Commonwealth of Pennsylvania, bounded and described as follows, to wit:

BEGINNING at a point, said point being the northwest corner of the herein described tract and being a common corner with lands of Arthur J. Potosnak, Charles R. Kunsman and Lehigh Valley Industrial Park IV; thence partly along lands of Arthur J. Potosnak, Myrtle Sharer, Peggy E. Granneting, Timothy J. Long, George R. Pascoe and Norman A. Schultz, South 88 degrees 18 minutes 27 seconds East, 1,890.05 feet to a point; thence along lands of Norman A. Schultz, North 1 degree 50 minutes 28 seconds East, 175.00 feet to a point; thence along the boundary line dividing Lower Nazareth Township and Bethlehem Township and along lands of Fred J. Jaindl, South 88 degrees 18 minutes 27 seconds East, 1,423.31 feet to a point; thence along other lands of Fred J. Jaindl, South 17 degrees 52 minutes 48 seconds West, 153.56 feet to a point; thence along lands of Recreational Concepts Development Corporation, North 8 degrees 00 minutes 29 seconds West, 12.23 feet to a point; thence partly along lands of Recreational Concepts Development Corporation and lands of Valentino J. Assetto, South 2 degrees 11 minutes 10 seconds West, 1,358.16 feet to a point located in Brodhead Road (T.R. 439); thence along the same road and along lands of Amanda Leckonby, North 89 degrees 01 minute 00 seconds West, 844.32 feet to a point; thence crossing over the southerly portion of said Brodhead Road (T.R. 439) and along land of Amanda Leckonby, South 13 degrees 01 minute 45 seconds East, 700.30 feet to a point; thence along land of Lehigh Valley Industrial Park IV, Phase 2, the two following courses and distances: (1) North 88 degrees 33 minutes 05 seconds West, 1,138.18 feet to a point; (2) South 1 degree 58 minutes 06 seconds West, 430.71 feet to a point; thence along lands of Pennsylvania Power and Light Company, North 88 degrees 01 minute 54 seconds West, 522.00 feet to a point in Township Line Road (T.R. 434); thence along said Township Line Road (T.R. 434) and along lands of Lehigh Valley Industrial Park IV, North 9 degrees 18 minutes 28 seconds West, 432.83 feet to a point; thence crossing over the easterly portion of said Township Line Road (T.R. 434) and along lands of John W. Sabo, South 88 degrees 54 minutes 13 seconds East, 157.51 feet to a point; thence along lands of John W. Sabo, North 2 degrees 18 minutes 47 seconds East, 284.75 feet to a point; thence along lands of John W. Sabo and crossing over the easterly portion of said Township Line Road (T.R. 434), North 88 degrees 54 minutes 13 seconds West, 178.10 feet to a point; thence along said Township Line Road (T.R. 434) and along lands of Lehigh Valley Industrial Park IV, Phases 2 and 3, the three following courses and distances: (1) North 1 degree 01 minute 43 seconds West, 915.07 feet to a point; (2) North 30 degrees 05 minutes 13 seconds West, 334.18 feet to a point; (3) North 32 degrees 40 minutes 13 seconds West, 657.44 feet to a point; said point being the first mentioned point and place of beginning.

portion of M6-2-1

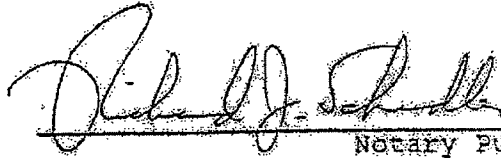
VOL: 1994-6

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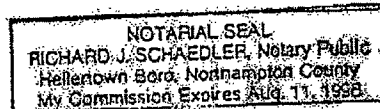
COMMONWEALTH OF PENNSYLVANIA ) SS  
COUNTY OF NORTHAMPTON )

On this 25th day of August, 1994, before me, a  
Notary Public, the undersigned officer, personally appeared  
WALTER J. DEALTREV, who acknowledged himself to be the President  
of Lehigh Valley Industrial Park, Inc., a Pennsylvania  
corporation, and as such officer executed the foregoing  
instrument for the purposes therein contained by signing the name  
of the Corporation by himself as such officer, so that the same  
might be recorded.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial  
seal.

  
Notary Public

STATE OF VIRGINIA ) SS.  
COUNTY OF JEFFERSON )



On this 26th day of August, 1994, before me, a  
Notary Public, the undersigned officer, personally appeared  
Benedict R. Cummins, Jr. who acknowledged himself to be the Vice  
President of Circuit City Stores, Inc., a Virginia corporation,  
and as such officer executed the foregoing instrument for the  
purposes therein contained by signing the name of the Corporation  
by himself as such officer, so that the same might be recorded.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial  
seal.

  
Notary Public  
My Commission Expires May 31, 1995

Prepared by and Record and Return to:  
Sills Cummis Zuckerman Tischman  
Epstein & Gross, P.A.  
One Riverfront Plaza  
Newark, New Jersey 07102-5400  
Attn: Robert E. Rosenberg, Esq.

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VOL: 1994-6

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FOUR MARKET STREET  
SUITE 2350  
PHILADELPHIA, PA 19103

pg 13 of 14

FIRST AMENDMENT TO MEMORANDUM OF  
PURCHASE AND SALE AGREEMENT AND OPTION AGREEMENT

THIS FIRST AMENDMENT TO MEMORANDUM OF PURCHASE AND SALE AGREEMENT AND OPTION AGREEMENT ("First Amendment") is entered into as of this 2nd day of December, 1994, by and between LEHIGH VALLEY INDUSTRIAL PARK, INC., a Pennsylvania corporation having an address at 100 Broadhead Road, Suite 160, Bethlehem, Pennsylvania 18017 ("Seller") and Circuit City Stores, Inc., a Virginia corporation having an address at 9950 Mayland Drive, Richmond, Virginia 23233 ("Buyer").

ACKNOWLEDGED RECITALS

A. Seller and Buyer have entered into a Memorandum of Purchase and Sale Agreement and Option Agreement dated August 25, 1994 and recorded September 2, 1994 in Record Book Volume 1994-6, page 70941 in the office of the Recorder of Deeds, Northampton County, Pennsylvania (the "Memorandum").

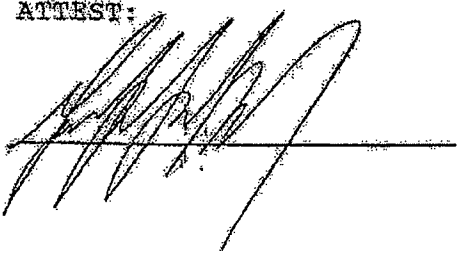
M6-2-1

B. Seller and Buyer are desirous of amending the Memorandum in order to clarify the legal description of the "Option Property" (as such term is defined in the Memorandum), all as more particularly described below.

NOW, THEREFORE, in consideration of the Memorandum, \$10.00, and other good and valuable consideration, the mutual receipt and legal sufficiency of which is hereby acknowledged, the Memorandum is hereby amended to provide that description of the Option Property is as more particularly set forth on Exhibit A attached to this First Amendment and made a part hereof. In the event there are any inconsistencies between the description of the Option Property as set forth on Exhibit A of this First Amendment and the description of the Option Property as contained in the Memorandum, the parties agree that the description of the Option Property as set forth on Exhibit A of this First Amendment shall govern and control. In all other respects, the Memorandum remains unmodified and in full force and effect.

SELLER:

ATTEST:



LEHIGH VALLEY INDUSTRIAL PARK, INC.  
a Pennsylvania corporation

By: 

Its: President

EXHIBIT A

DESCRIPTION OF OPTION PROPERTY

Description of Lot #2  
Lehigh Valley Industrial Park V  
Bethlehem Township, Northampton County, Pennsylvania

ALL THAT CERTAIN lot or parcel of ground situate in Bethlehem Township, Northampton County, Pennsylvania, bounded and described in accordance with and as shown on a certain Plan No. 89-0001-020, Sheet No. 1, entitled "Subdivision Plan - Lehigh Valley Industrial Park V", prepared by Martin, Bradbury and Griffith, Inc., last revised August 24, 1994, as follows, to wit:

BEGINNING at a point, said point being the following two courses and distances from the intersection of the westerly right-of-way line (extended) of Mowrer Circle (60 feet wide) with the northerly right-of-way line (extended) of Brodhead Road (70 feet wide);

- (1.) North  $0^{\circ} 34' 52''$  East, 333.91 feet to a point of curvature; and
- (2.) along the arc of a circle curving to the right having a radius of 1,673.52 feet, an arc distance of 20.37 feet to a point of tangency;

thence, from said point of beginning by lands now or late of Lehigh Valley Industrial Park V, Lots #9, #8, and #7, North  $88^{\circ} 43' 18''$  West, 716.00 feet to a point;

thence, by lands now or late of Lehigh Valley Industrial Park V, Lot #1, North  $1^{\circ} 16' 42''$  East, 1,129.21 feet to a point;

thence, by lands now or late of Fred J. Jaendl, South  $88^{\circ} 18' 27''$  East, 716.02 feet to a point;

thence, by lands now or late of Lehigh Valley Industrial Park V, Lot #10, South  $1^{\circ} 16' 42''$  West, 924.03 feet to a point;

thence, along the westerly right-of-way line of said Mowrer Circle, South  $1^{\circ} 16' 42''$  West, 200.00 feet to a point; said point being the first-mentioned point and place of BEGINNING.

CONTAINING: 18.5184 Acres of Land

Parcel # M6-2-1

BUYER:

CIRCUIT CITY STORES, INC., a  
Virginia corporation

ATTEST:

11:00 R/S

By: Brigitte B. Cunningham  
Its: V.P.



I hereby CERTIFY that this document is recorded in the  
Recorder's Office of the Commonwealth of Virginia.

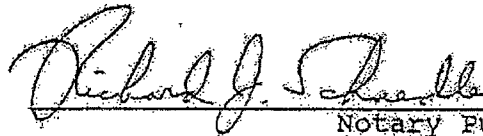
Ann L. Gentry

RECORDED OF DEEDS  
NORTHAMPTON COUNTY  
PENNSYLVANIA  
INSTRUMENT NUMBER  
1994050554  
RECORDED ON  
Dec 21, 1994  
10:40:50 AM  
STATE NOT TX \$ 0.50  
RECORDING FEES \$ 12.00  
TOTAL \$12.50

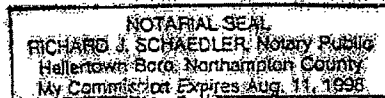
COMMONWEALTH OF PENNSYLVANIA ) SS  
COUNTY OF NORTHAMPTON )

On this 2<sup>nd</sup> day of December, 1994, before me, a Notary Public, the undersigned officer, personally appeared WALTER J. DEALTREY, who acknowledged himself to be the President of Lehigh Valley Industrial Park, Inc., a Pennsylvania corporation, and as such officer executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as such officer, so that the same might be recorded.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.

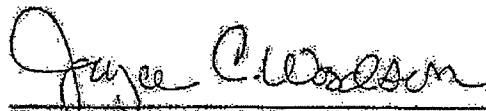
  
Notary Public

STATE OF VIRGINIA ) SS.  
COUNTY OF Henrico )



On this 5<sup>th</sup> day of December, 1994, before me, a Notary Public, the undersigned officer, personally appeared Blair M. Cummings Jr., who acknowledged himself to be the Vice President of Circuit City Stores, Inc., a Virginia corporation, and as such officer executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as such officer, so that the same might be recorded.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.

  
Notary Public  
My Commission Expires May 31, 1995

Prepared by and Record and Return to:  
Sills Cummins Zuckerman Tischman  
Epstein & Gross, P.A.  
One Riverfront Plaza  
Newark, New Jersey 07102-5400  
Attn: Robert E. Rosenberg, Esq.